

NICOLE J. HUESMANN, P.A.
Attorney at Law

PO1000104124

3001 S.W. 3rd Avenue
Miami, Florida 33129
Phone (305) 285-2000
Fax (305) 285-5555
E-mail njhuesmann@aol.com

October 25, 2001

VIA FEDERAL EXPRESS

200004654942--2
-10/26/01--01049--002
*****157.50 *****78.75

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Wonderful Planet Corporation and Jazz House Corporation


Dear Sir or Madam:

Enclosed for filing are the originals and one copy of each Articles of Incorporation of Wonderful Planet Corporation and Jazz House Corporation.

Also, enclosed is a check in the amount of \$157.50 (\$78.75 for each corporation), which covers the fee for filing and a certified copy for each corporation. Please return the certified copies of the Articles as soon as possible via regular mail.

Your early attention to this matter will be appreciated.

Very truly yours,


Nicole J. Huesmann

Enclosures

FILED
01 OCT 26 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3.10/29/01 ✓

ARTICLES OF INCORPORATION
OF
JAZZ HOUSE CORPORATION

FILED
01 OCT 26 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND ADDRESS

The name of the Corporation shall be:

JAZZ HOUSE CORPORATION

The Corporation's address is:

C/O Nicole J. Huesmann, P.A.
3001 SW 3rd Avenue
Miami, Florida 33129

ARTICLE II
DURATION

The corporation shall commence its existence on October 26, 2001, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III
PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is Nicole J. Huesmann, 3001 SW 3rd Avenue, Miami, Florida 33129.

ARTICLE VI

INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation as Incorporators are:

Nicole J. Huesmann, 3001 SW 3rd Avenue, Miami, Florida 33129

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any Incorporator, Officer or Director, or any former Officer or Director, to the full extent permitted by law.


25th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of October, 2001.


NICOLE J. HUESMANN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of her duties.

DATED this 25th day of October, 2001.


Nicole J. Huesmann

FILED

01 OCT 26 AM 10:29

STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :

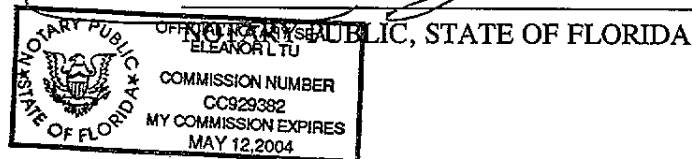
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Nicole J. Huesmann, known to me and known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of JAZZ HOUSE CORPORATION, and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 27th day of October, 2001.

My Commission Expires:

STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :



BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Nicole J. Huesmann, known to me and known to be the person who, as Registered Agent, executed the foregoing Articles of Incorporation of JAZZ HOUSE CORPORATION, and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 27th day of October, 2001.

My Commission Expires:

